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9 *Attorneys for Debtors*
10 *and Debtors in Possession*

11 **UNITED STATES BANKRUPTCY COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**

14 In re

15 PG&E CORPORATION,

16 -and-

17 PACIFIC GAS AND ELECTRIC
COMPANY,
18 Debtors.

- 19 ☐ Affects PG&E Corporation
20 ☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF HENRY
WEISSMANN IN SUPPORT OF
APPLICATION OF DEBTORS TO
AMEND ORDER PURSUANT TO 11
U.S.C. § 327(e) AND FED. R. BANKR. P.
2014(a) AND 2016 FOR AUTHORITY TO
RETAIN AND EMPLOY MUNGER,
TOLLES & OLSON LLP AS COUNSEL
FOR CERTAIN MATTERS**

1 Pursuant to 28 U.S.C. § 1746, I, Henry Weissmann, hereby declare as follows:

2 I am a partner at Munger, Tolles & Olson LLP (“**MTO**” or the “**Firm**”), located at 350 S.
3 Grand Ave., 50th Floor, Los Angeles, California 90071, and have been duly admitted to practice
4 law in the State of California and the United States District Courts in California.

5 I submit this declaration (“**Declaration**”) in support of Debtors’ Application to Amend
6 Order Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to
7 Retain and Employ Munger, Tolles & Olson LLP as Counsel for Certain Matters (the
8 “**Application to Amend**”), which is being filed contemporaneously herewith. This Declaration
9 also serves as my third supplement to my initial, first and second supplemental declarations, filed
10 on April 1, 2019 [Dkt. No. 1168], April 10, 2019 [Dkt No. 1301], and June 14, 2019 [Dkt No.
11 2522] in support of the Application of PG&E Corporation and Pacific Gas and Electric Company,
12 as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter
13 11 cases (the “**Chapter 11 Cases**”), for authority to employ and retain MTO as their counsel for
14 certain Specific Matters, effective as of January 29, 2019 (the “**Petition Date**”), pursuant to
15 section 327(e) of title 11 of the United States Code (the “**Application**”).¹

16 The Application to Amend seeks to amend the Retention Order to clarify and expand the
17 scope of the Specific Matters in two respects.

18 First, the Debtors have asked MTO to provide advice with regard to regulatory, corporate,
19 transactional, and other legal issues associated with potential structural options in relation to
20 electric distribution systems, including with respect to the recent offer by the City of San
21 Francisco to purchase the Debtors’ electrical grid and related assets in the City. The Debtors and
22 MTO believe that this engagement falls within the scope of the Specific Matters, including
23 without limitation, advising and representing the Debtors with respect to issues arising under
24 California law that may affect or relate to the Debtors’ reorganization, plan and operations
25 (paragraph 3(f)), as well as other legal services in connection with the Chapter 11 cases.

26

27

28 ¹ Capitalized terms used but not defined herein shall have the meaning given those terms in the Application or the Application to Amend.

1 Nevertheless, for the avoidance of doubt, the Debtors seek a further order of this Court amending
2 the Retention Order to clarify that the Specific Matters include this matter.

3 Second, the Debtors seek authority to retain MTO as counsel in civil litigation arising from
4 the Northern California wildfires. As set out in the Application to Amend, MTO would
5 immediately begin serving as co-counsel with Cravath, Swaine & Moore LLP (“**Cravath**”) in the
6 first civil trial against the Debtors arising out of the Tubbs Fire, as to which this Court lifted the
7 automatic stay on August 16, 2019. *See Mem. Decision Regarding Mot. for Relief from Stay* [Doc.
8 No. 3571]. The Debtors would engage MTO as counsel or co-counsel in additional civil litigation
9 matters (including trials) relating to the Northern California wildfires as the Debtors deem
10 appropriate and in the best interests of their estates.

11 MTO is recognized in Chambers USA’s top tier for litigation in California, and many of its
12 litigators are individually ranked. MTO’s proposed lead trial counsel for the Tubbs Fire trial, for
13 example, is Brad Brian, one of the nation’s leading trial lawyers. A Fellow in the American
14 College of Trial Lawyers, Mr. Brian has successfully tried numerous high stakes and complex
15 cases in Superior Court, including defending Fortress Investment Company in a five-week trial in
16 a lawsuit filed by a former portfolio company and representing DoubleLine Capital and certain of
17 its officers in a trial against Trust Company of the West. In addition to Mr. Brian, MTO can draw
18 on a deep bench of professionals who have a wealth of trial experience in Superior Court.

19 MTO’s proposed retention, moreover, is directly related to MTO’s existing representation
20 of the Debtors in wildfire-related matters. Specifically, since June 2018, MTO has been advising
21 and representing the Debtors in connection with potential and actual criminal investigations in
22 connection with the Northern California wildfires. The Retention Order authorized MTO to
23 continue this representation as well as to advise and represent the Debtors with respect in any
24 related civil or administrative proceedings and to coordinate with Debtors’ counsel in any related
25 civil actions. From its work on these matters, MTO has become familiar with the facts underlying
26 the claims and defenses in the civil lawsuits arising out of the Northern California wildfires,
27 including the Tubbs Fire.

28

1 MTO will continue to undertake reasonable efforts to coordinate with Cravath and other
2 counsel to the Debtors to avoid any unnecessary duplication of work by counsel with respect to
3 this additional matter as it has done with the Specific Matters to date.

4 In connection with this engagement, MTO conducted a conflict check and determined that
5 certain plaintiffs in the Tubbs Fire litigation are affiliates of GEICO Corporation (“**GEICO**”),
6 including Government Employees Insurance Company, GEICO General Insurance Company,
7 GEICO Indemnity Company, GEICO Casualty Company, GEICO Advantage Insurance
8 Company, GEICO Choice Insurance Company, GEICO Secure Insurance Company, and GEICO
9 County Mutual Insurance Company. GEICO is a current client of MTO in matters that are wholly
10 unrelated to the Specific Matters or the additional matters set forth herein. GEICO has agreed to
11 provide a written conflict waiver consenting to MTO’s representation of the Debtors in the Tubbs
12 Fire litigation. That conflict waiver is in the process of being documented.

13 Another plaintiff in the Tubbs Fire litigation may be related to Starwood Capital Group
14 (“**Starwood**”), a former client of MTO. MTO’s prior representation of Starwood was wholly
15 unrelated to the Specific Matters.

16 I do not believe that MTO’s current representation of GEICO, or its former representation
17 of Starwood, creates a conflict of interests, but I have disclosed these representations out of an
18 abundance of caution.

19 Based on reasonable inquiry, and subject to the disclosures set forth herein and in my
20 earlier declarations, I can attest that MTO does not hold an interest that is adverse to the Debtors
21 or their estates with respect to the matters set forth herein.

22 Executed within the United States.

23 DATED: September 18, 2019

By: /s/ Henry Weissmann

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